

Non-profit (non-commercial) legal entity
“Georgian Professional Information Technologies Specialists Association”

Charter

1. Status and authority of the organization:

- 1.1 Non-profit (non-commercial) legal entity - **“Georgian Professional Information Technologies Specialists Association”** (hereinafter “Organization”) is a non-profit (non-commercial) legal entity of private law, which conducts its activities in accordance with the Constitution of Georgia, international law, legislation and this Charter.
- 1.2 The legal form of the organization is: non-profit (non-commercial) legal entity.
- 1.3 The full name of the organization is: **Non-profit (non-commercial) legal entity “Georgian Professional Information Technologies Specialists Association”**
- 1.4 From the moment of registration of the organization is a legal entity that has a stamp, membership card of the organization, accounts in banks and other attributes of the legal entity.
- 1.5 The organization is authorized to acquire rights and assume responsibilities in its own name enter into contracts, appear as a plaintiff and a defendant in court.
- 1.6 The members are not liable for the obligations of the organization, just as the organization is not liable for the obligations incurred by its members independently of the organization.
- 1.7 The legal address of the organization is: Republic of Georgia, Tbilisi city, Brothers Zubalashvili street №4, office №8.
- 1.8 The e-mail address of the organization is: vgurabanidze@gmail.com
The second e-mail address of the organization is: dato155@gmail.com
- 1.9 The organization is established for an indefinite period.

2. Objectives of the organization:

- 2.1 The goal of the organization is to popularize information technology and take care of its development.
- 2.2 The tasks of the organization are:
 - 2.2.1 Select and attract talented and promising young people to further master them in information technology.
 - 2.2.2 Organize international, national, city and club events, including competitions, contest, Olympiads, conferences, exhibitions, presentations, trainings, testing, evaluation of works and participation in them.
 - 2.2.3 Arranging and developing the organization.
 - 2.2.4 Promote, develop and popularize the development of information technologies.
 - 2.2.5 Cooperate with associations, unions, clubs, federations and organizations of IT specialists and specialists in other fields.
 - 2.2.6 The organization may engage in other activities that are not contrary to the legislation of Georgia and which directly and / or indirectly serve the goals of the organization.
- 2.3 Activities that require a permit by law are carried out by a non-profit (non-commercial) legal entity after its receipt by the relevant authority.
- 2.4 List of IT Professions: Programmer, Database Specialist, DevOps Engineer, System Administrator, Web Developer, PHP Programmer, ReactJS Programmer, AngularJS Programmer, VueJS Programmer, Full-stack Programmer, Frontend Programmer, Back-end Programmer, Canvas Specialist, Ajax Specialist, JSON Specialist, Node.js Specialist, SQL Specialist, MySQL Specialist, CSS / XML / XSLT / jQuery / HTML / W3 Specialist, PHP Frameworks Programmer, ASP Programmer, Web Designer, Designer, 3D Artist, 2D Artist, Graphic Design Specialist, Animation Artist, 3D Specialist, 2D Specialist, Systems Analyst, IT Systems Analyst, Flash Master, JavaScript Programmer, TypeScript Programmer, QA Engineer, Android Programmer, iOS Programmer, UX / UI Designer, Software Programmer, C+ Programmer, C# Programmer, Python Programmer, Java Programmer, Swift Programmer, Ruby Programmer, Go Programmer, Usability Specialist, Network Specialist, SEO Specialist, Computer Game Designer, Computer Game Specialist, Site Administrator, Information Security Specialist, Forum Moderator, HTML Specialist, Software Testing Specialist, Unity Specialist, IT Team Leader, 1C Programmer, Blogger, SMM Manager, Software Architect, CRM Specialist, Project Manager and other IT specialist.

3. The founders/members of the organization:

- 3.1 The founders/members of the organization are:
 - (A) **Vladislav Gurabanidze** (personal number: 01017008600, residential address: Republic of Georgia, Tbilisi city, Brothers Zubalashvili street №4, apartment №8, date of birth: 29 April 1980).
 - (B) **David Anastasiadi** (personal number: 01006018661, residential address: Republic of Georgia, Tbilisi city, Digomi massive, 3rd quarter, building №20, apartment №30, date of birth: 25 October 1987).
 - (C) **Temur Mstoiani** (personal number: 01017034006, residential address: Republic of Georgia, Tbilisi city, Taras Shevchenko street №16/15, apartment №1, date of birth: 12 August 1987).
 - (D) **Zurabi Kapanadze** (personal number: 35001065303, residential address: Republic of Georgia, Tbilisi city, Mikheil Tsinaridze street №1, apartment №1, date of birth: 24 October 1992).
- 3.2 The issue of admitting a new member to the organization is decided by the decision of the founders/members.
- 3.3 The decision to make changes and additions to the charter of the organization or to approve a new version of the charter is made by the founders.
- 3.4 Internet resources can be used to achieve the goals of the organization.

4. Member of the organization:

- 4.1 A member of the organization can become both a legal entity and a person who shares the goals of this charter, is ready to assume the rights and responsibilities provided by the charter, and has appropriate experience and skills.

4.2 Anyone wishing to join the organization must apply in writing to the organization, after which the issue of membership will be decided within 1 (one) month by the founders or two current members of the organization.

4.3 Applicants for membership must submit a written resume, IT projects, papers, materials, links, IT certifications, diplomas, IT company recommendations, or any other materials that prove the applicant for membership in the organization is a high level professional in the field of information technology.

4.4 The level of professional knowledge in information technologies of the person wishing to join the organization can be tested by conducting tests in information technologies.

4.5 The current chair and members of the organization should be only professionals with a high level of knowledge in information technology.

4.6 The Chairman and members of the organization have submitted their resume, IT projects, papers, materials, links, certificates of knowledge in IT, diplomas, recommendations of companies working in information technology or any other material that there are high level professionals in the field of information technology in the organization.

4.7 Membership in the organization is possible only for those who have a professional and high level of knowledge in information technology.

4.8 After membership in the organization, membership in the organization will be done by the decision of the founders and after registration / membership in accordance with their legislation.

5. Rights and responsibilities of a member of the organization:

5.1 A member of the organization has the right to:

5.1.1 Name a representative who can be elected to the governing bodies of the organization.

5.1.2 Participate in the work of the General Assembly of the Organization.

5.1.3 Participate in organizational matters.

5.1.4 Get acquainted with the decisions made by the Board.

5.1.5 Receive information at any time about the activities of the organization and any related issues.

5.1.6 Leave the organization.

5.1.7 To carry out any other powers deriving from the charter of the organization.

5.2 A member of the organization is obliged to:

5.2.1 Follow the charter of the organization.

5.2.2 Facilitate the implementation of the goals and functions of the organization.

5.2.3 Not use his / her authority for personal interest, as well as the confidential information of the organization.

5.2.4 Issue the membership card of the organization to the chairman of the organization and the members of the organization, which will confirm the membership of the person in the organization.

5.2.5 To fulfill any other obligation arising from the charter of the organization.

6. Suspension and termination of membership in the organization:

6.1 The membership of the organization will be terminated by the decision of the founders:

6.1.1 Based on the written application of the member.

6.1.2 In case of liquidation or bankruptcy proceedings of a member.

6.1.3 In case of gross violation of the organization's charter.

6.1.4 as a result of committing an act inappropriate for a member of the organization.

7. Leadership and representation of the organization:

7.1 The highest body of the organization is the General Assembly of Members (hereinafter referred to as the "General Assembly").

7.2 The executive body of the organization is the board of the organization (hereinafter - the "Board").

7.3 The person authorized to represent the organization is the Chairman of the Board (hereinafter referred to as the "Chairman of the Board").

7.4 Chairman of the Board: **Vladislav Gurabanidze** (personal number: 01017008600, residential address: Republic of Georgia, Tbilisi city, Brothers Zubalashvili street №4, apartment №8, date of birth: 29 April 1980).

8. General Meeting and Rules of Convocation:

8.1 The General Meeting is the highest governing body of the Organization, convened by the Chairman of the Board or another member of the Board once a year or when required by the interests of the Organization.

8.2 Members must be notified in writing of the convening of the General Meeting at least 2 (two) weeks prior to the convening of the General Meeting.

8.3 The notice on holding the general meeting shall indicate the place, time and agenda of the general meeting.

8.4 Notice of the General Meeting may be sent in writing or by e-mail.

9. Rules for holding a general meeting:

9.1 The General Meeting is chaired by the Chairman of the Board, in case of inability to carry out this right; the General Meeting is chaired by one of the members of the Board determined by the General Meeting.

9.2 The General Assembly has a decision if it is attended by more than half of the members.

9.3 Each member of the organization has one vote during the voting.

9.4 It is allowed to transfer the right to vote to another member on the basis of a written power of attorney.

9.5 The General Assembly shall take its decisions by secret ballot or by open ballot. The type of voting is determined by the General Assembly.

9.6 Decisions at the General Meeting shall be taken by a simple majority of the votes of the members present.

9.7 Decisions to change the purpose of the organization are made by a 3/4 majority of the members.

9.8 The decision of the General Meeting is valid if the issue to be decided was included in the agenda of the General Meeting. A new issue may be included in the agenda by a unanimous decision of those present at the general meeting.

9.9 During the general meeting, a protocol is prepared, which indicates the place, time, number of attendees, agenda, content of the issues discussed and decisions. The protocol is signed by the chairman of the assembly.

10. Competence of the General Assembly:

10.1 The competence of the General Meeting includes:

10.1.1 Changing the purpose of the organization.

10.1.2 Resolve other issues in accordance with the legislation and the charter.

11. Board:

11.1 The executive body of the organization is the board of the organization, which is elected by the founders with no more than 7 (seven) members for a term of 2 (two) years. However, after the expiration of this term, the authority of the Board automatically extends until the election of a new composition.

11.2 The authority of a member of the Board shall be terminated prematurely in case of voluntary resignation, death or loss of capacity or his / her dismissal.

11.3 The Board usually meets once every 3 (three) months, sets a specific date for the meeting and notifies the Board members 2 (two) days before it is held. In addition, he/she is authorized to schedule an extraordinary meeting of the Board at any time on his/her own initiative or at the request of one of the members of the Board, about which he/she notifies the other members of the Board within a reasonable time before the meeting.

11.4 The meeting of the Board is chaired by the Chairman of the Board, in his absence the meeting is chaired by one of the members of the Board.

11.5 A meeting of the Board is decisive if it is attended by at least 4 (four) members.

11.6 Decisions are made by a majority vote of those present. In case of division of votes, the vote of the Chairman of the Board shall be preferred.

11.7 Board:

11.7.1 Manages and directs the current activities of the organization.

11.7.2 Develops the program and plans of the organization.

11.7.3 Develops and approves the draft budget of the organization.

11.7.4 Decides to allocate funds for the financing of specific projects and plans or for other needs.

11.7.5 Carry out other powers based on the goals of the organization, which do not contradict the legislation and the charter.

11.8 The Board makes a decision in the form of a decision, which enters into force upon signature by the Chairman of the Board.

11.9 The Board approves the staff schedule and salary policy of the employees of the organization.

11.10 The Board shall make decisions on all matters within the scope of this Charter or within the competence of the General Meeting.

11.11 At this stage the Board consists of 4 (four) members:

(A) **Vladislav Gurabanidze** (personal number: 01017008600, residential address: Republic of Georgia, Tbilisi city, Brothers Zubalashvili street №4, apartment №8, date of birth: 29 April 1980).

(B) **David Anastasiadi** (personal number: 01006018661, residential address: Republic of Georgia, Tbilisi city, Digomi massive, 3rd quarter, building №20, apartment №30, date of birth: 25 October 1987).

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(D) **Zurabi Kapanadze** (personal number: 35001065303, residential address: Republic of Georgia, Tbilisi city, Mikheil Tsinaradzgvirishvili street №1, apartment №1, date of birth: 24 October 1992).

12. Chairman of the Board:

12.1 The Chairman of the Board is a person authorized to represent the organization.

12.2 The Chairman of the Board is elected by the founders for the term of office of the Board. However, after the expiration of this term, his term of office automatically extends until the election of a new Chairman of the Board.

12.3 Chairman of the Board:

12.3.1 Manages the activities of the organization in accordance with the objectives of the charter.

12.3.2 Will chair the sessions of the General Assembly.

12.3.3 Represents the organization in relations with third parties.

12.3.4 Oversees the management of the organization's financial resources and assets.

12.3.5 Convenes the meetings of the General Assembly and the Board in the cases defined by the charter.

12.3.6 Signs official documents of the organization.

12.3.7 Resolves other issues related to the activities of the organization, if they do not fall within the competence of the general meeting or the board of the organization.

12.3.8 is responsible to the General Assembly and members of the organization for its activities and decisions.

12.4 The term of office of the Chairman of the Board may be terminated prematurely due to non-fulfillment of duties defined by the charter, abuse of power, conduct inconsistent with the statutory goals of the organization or in other cases provided by law and the charter. The term of office of the Chairman of the Board may be terminated prematurely by the decision of the founders, and by the same decision the founders shall elect a new Chairman of the Board from among the members of the Board.

12.5 In the absence of the Chairman of the Board or in case of temporary inability to exercise his / her powers, the powers of the Chairman of the Board (including representative functions) shall be carried out by another member of the Board on his / her instructions and in writing.

13. The rule of formation of the property of the organization:

13.1 The property of the organization is created:

13.1.1 in the manner prescribed by grants, donations and legislation.

13.1.2 from other sources not prohibited by law.

13.2 The property and revenues of the Organization shall be used for the purposes of the Organization only.

13.3 The alienation of the property owned by the organization is possible only if the alienation serves the activities of the organization, its organizational development, promotes its goals or serves charitable purposes.

14. Rules for reorganization and liquidation of the organization:

14.1 The reorganization of the organization is carried out in accordance with the rules established by law, by the decision of the founders.

14.2 The organization is liquidated in the following cases:

14.2.1 In case of bankruptcy or cancellation of registration.

14.2.2 By the decision of the founders.

14.2.3 In other cases provided by law.

14.3 The process of liquidation of the organization is carried out by the Chairman of the Board or a liquidator appointed in accordance with the law.

14.4 Liquidation of the organization is carried out in accordance with the rules established by law.

14.5 The decision of the founders on the liquidation of the organization must be registered in the register of entrepreneurs and non-entrepreneurial (non-commercial) legal entities. The liquidation process is considered to have started from the moment of its registration.

14.6 The property remaining after the liquidation of the organization shall be transferred to a non-profit (non-commercial) legal entity with similar statutory purposes, in accordance with the rules established by law.

14.7 It is inadmissible to distribute the property left as a result of the liquidation of the organization among its members, persons with managerial and representative powers.

15. Final Statutes:

15.1 The invalidity of any statute of the charter will not lead to the invalidity of the entire charter. The same rule applies when any gaps in the charter are identified.

15.2 Instead of a void any statute or filling in a gap, the relevant norms should be used, which are closer to the will of the founders of the organization, as well as relevant to the essence and purpose of the charter.

Vladislav Gurabanidze P/N: 01017008600 <signed>

David Anastasiadi P/N: 01006018661 <signed>

Temur Mstoini P/N: 01017034006 <signed>

Zurabi Kapanadze P/N: 35001065303 <signed>

<stamp: Ministry of Justice of Georgia * National Civil Registry Agency * Dated: 28 April 2021, number of pages: 7, signature: signed>

CERTIFICATION OF THE TRANSLATION

I, Anna Chumburidze, certify that I am fluent in English and Georgian, and that the above document (translation) is a complete and accurate translation of the attached document.

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Date: 29 April 2021

Signature of translator: _____



Remarks: For EB1A and EB2-NIW Petition

See all documents, web link: <http://makler24.ge/doc/3/>

EB1A full Petition (PDF file, 69 pages), web link-URL: http://makler24.ge/doc/3/0.petition_eb1a.pdf

EB2-NIW full Petition (PDF file, 67 pages), web link: http://makler24.ge/doc/3/0.i-140_eb2-niw_cover_letter.pdf

Filled and signed ETA-750B form web link-URL: <http://makler24.ge/doc/3/0.750b.pdf>

Filled and signed ETA-9089 form web link-URL: <http://makler24.ge/doc/3/0.f9089v10.pdf>